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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
00 AUG 10 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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-08/10/00--01069--003
*****78.75 *****78.75

SUBJECT: PARK PLACE BUSINESS MANAGERS, INC.

Enclosed is an original and one (1) copy of the articles of
incorporation and a check for: \$78.75 for
Filing Fee & Certified Copy.

FROM: Virginia Mathieson
5327 Commercial Way Bldg B Suite 107
Spring Hill, FL 34607
(352) 592-9000

ARTICLES OF INCORPORATION
OF
PARK PLACE BUSINESS MANAGERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS that I, the undersigned, Virginia Mathieson being a natural adult person, acting as incorporator of a corporation do hereby adopt the following Articles of Incorporation for PARK PLACE BUSINESS MANAGERS, INC.,

ARTICLE I

Name: The name of the corporation is
PARK PLACE BUSINESS MANAGERS, INC.

ARTICLE II

Principal Office: 5327 Commercial Way Bldg B Suite 107
Spring Hill, FL 34607

ARTICLE III

Purposes: The purposes for which the corporation is organized are to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized.

ARTICLE IV

Shares: The aggregate number of shares the corporation shall have authority to issue is 500,000 all of which shall be common stock having a par value of \$0.10, to be issued and disposed of for not less than the par value and at such time and in such manner as the Board of Directors may from time to time determine.

ARTICLE V

Registered Agent: Virginia Mathieson
5327 Commercial Way Building B Suite 107
Spring Hill, FL 34607

ARTICLE VI

Incorporator:

Virginia Mathieson

5327 Commercial Way Building B Suite 107

Spring Hill, FL 34607

A handwritten signature in cursive script, reading "V Mathieson", written in black ink.

CONSENT TO APPOINTMENT
BY REGISTERED AGENT


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Virginia Mathieson, voluntarily consent to serve as the registered agent for
PARK PLACE BUSINESS MANAGERS, INC. on the date shown below.

I certify that I am an individual residing at 5035 Willow Oak Lane, Spring Hill,
Florida 34607 and whose business office is identical with the registered office.

I know and understand the duties of a registered agent.

Dated this 7th day of August, 2000.


Virginia Mathieson